

RECORDATION NO. 18318-B
FILED
DEC 15 '97 2-10 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 15, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Security Interest, dated December 10, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission/Board under one of the following Recordation Numbers: ~~17355~~, ~~17357~~, 18318.

The name and address of the party to the enclosed document are:

Secured Party: LaSalle Bank N.A.
(f/k/a LaSalle Northwest National Bank
successor in interest to Affiliated Bank)
4747 West Irving Park Road
Chicago, IL 60641

A description of the railroad equipment covered by the enclosed documents is:

forty-one (41) locomotives bearing RE reporting marks and road numbers set forth on Schedule A attached thereto.

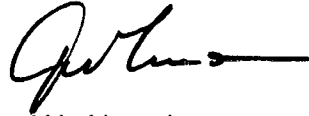
Copy to Mr. Williams

Mr. Vernon A. Williams
December 15, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

DEC 15 '97

2-10 PM

PARTIAL RELEASE OF SECURITY INTEREST

LASALLE BANK N.A., formerly known as LaSalle Northwest National Bank, and as successor-in-interest to Affiliated Bank, for good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), hereby terminates, releases and discharges its security interest in and to the Locomotives and other property described as follows:

- (1) The locomotives more fully described on the attached Schedule "A" annexed hereto and made a part hereof (the "Locomotives");
- (2) any and all leases related to the Locomotives (the "Leases");
- (3) any and all additions, attachments, accessories, repairs, improvements, betterments and appurtenances to the Locomotives of whatever nature whatsoever; and
- (4) any and all products and/or proceeds of any of the foregoing, including insurance proceeds.

Such security interest was granted as follows:

- (A) Assignment of Rents and Lessor's Interest in Leases between Relco Locomotives, Inc., Relco Finance Corporation and Sepcor, Inc. and LaSalle Northwest National Bank (now known as LaSalle Bank N.A.) under Recordation Number 18942.
- (B) Security Agreement between Relco Finance corporation and Affiliated Bank under Recordation Number 17355.
- (C) Security Agreement between Relco Locomotives - Great West, Inc. and Affiliated Bank under Recordation Number 17356.
Security Agreement between Relco Locomotives, Inc. and Affiliated Bank under Recordation Number 17357.
- (D) Security Agreement between Sepcor, Inc. and affiliated Bank under Recordation Number #18318.

Any security interest not specifically released herein shall remain in full force and effect.

Date: December 10, 1997

LASALLE BANK N.A.

By: Dean Best
Its: Commercial Loan Officer

STATE OF ILLINOIS

COUNTY OF COOK

On the 10th day of December, 1997, before me personally came Dean Best to me known, who, being duly sworn, says that he is a Commercial Loan Officer of LaSalle Bank N.A. and that the foregoing instrument was signed on behalf of that corporation by authority of its Board of Directors.

Ann M. Buzzo
Notary Public



**DEBTOR: RELCO LOCOMOTIVES, INC.,
JERICO OF GONZALES, INC.,
RELCO FINANCE CORP., AND
113 INDUSTRIAL AVENUE
MINOOKA, ILLINOIS 60447**

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**SECURED PARTY: CHARTER FINANCIAL, INC.
153 EAST 53rd STREET
NEW YORK, NEW YORK 10022**

**LOAN SCHEDULE NO. 01
TO ML&SA #: 3458**

SCHEDULE "A"

QTY.

ROAD #/DESCRIPTION

2

EMD MODEL SW1 DIESEL ELECTRIC LOCOMOTIVES:

**Manufacturer: General Motors Corporation
Electro-Motive Division
LaGrange, Illinois**

Horsepower:	600 HP
Road Nos:	RE506; RE511
Number of Axles:	Four
Approximate Loaded Weight	198,000
Air Brake Equipment:	14EL
Engine Model Number:	6-567
Generator Model Number:	D-4-D
Auxilliary Generator:	10KW
Traction Motor Model Number:	D27B
Full Capacity:	600 Gallons

4

EMD MODEL SW8 DIESEL ELECTRIC LOCOMOTIVES:

**Manufacturer: General Motors Corporation
Electro-Motive Division
LaGrange, Illinois**

Horsepower:	800 HP
Road Nos:	RE905; RE906; RE908; RE909
Number of Axles:	Four
Gear Ratio:	62:15
Approximate Loaded Weight	230,000 lbs.
Air Brake Equipment:	26L
Engine Model Number:	8-567-CR
Generator Model Number:	D15C; D25C
Auxiliary Generator:	10KW
Traction Motor Model Number:	D77B
Full Capacity:	600 Gallons

1

EMD MODEL SW1000 DIESEL ELECTRIC LOCOMOTIVE:

**AND ALL ADDITIONS, ATTACHMENTS, ACCESSORIES, SUBSTITUTIONS, REPLACEMENTS,
REPAIRS, IMPROVEMENTS, BETTERMENTS AND APPURTENANCES OF WHATEVER
DESCRIPTION OR NATURE WHETHER NOW OWNED OR HEREAFTER ACQUIRED, AND ALL
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**DEBTOR: RELCO LOCOMOTIVES, INC.,
JERICO OF GONZALES, INC.,
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SCHEDULE "A"

QTY.

ROAD #/DESCRIPTION

**Manufacturer: General Motors Corporation
Electro-Motive Division
LaGrange, Illinois**

**Date Manufactured: 1972
Horsepower: 1000 HP
Road Nos: RE1401
Number of Axles: Four
Gear Ratio: 62:15
Approximate Loaded Weight 230,000 lbs.
Air Brake Equipment: 26L
Engine Model Number: 8-645-E
Generator Model Number: D25C
Auxiliary Generator: 10KW
Traction Motor Model Number: D47B; D77B
Full Capacity: 600 Gallons**

5

EMD MODEL NW2 DIESEL ELECTRIC LOCOMOTIVES:

**Manufacturer: General Motors Corporation
Electro-Motive Division
LaGrange, Illinois**

**Horsepower: 1000 HP
Road Nos: RE1204; RE1206; RE1220;
RE1231, RE1232
Number of Axles: Four
Gear Ratio: 62:15
Approximate Loaded Weight 248000 lbs.
Air Brake Equipment: 14EL
Engine Model Number: 12-567
Auxiliary Generator: 10KW**

1

EMD MODEL GP9 DIESEL ELECTRIC LOCOMOTIVES:

Manufacturer: General Motors Corporation

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**LOAN SCHEDULE NO. 01
TO ML&SA #: 3458**

SCHEDULE "A"

QTY.

ROAD #/DESCRIPTION

1

EMD MODEL GP9 DIESEL ELECTRIC LOCOMOTIVES:

**Manufacturer: General Motors Corporation
Electro-Motive Division
LaGrange, Illinois**

Horsepower:	1750 HP
Road Nos:	RE1617
Number of Axles:	Four
Gear Ratio:	62:15
Approximate Loaded Weight	240,000 lbs.
Air Brake Equipment:	24RL or 26L
Engine Model Number:	16-567-BC; 16-567-C
Generator Model Number:	D12
Auxiliary Generator:	10KW
Traction Motor Model Number:	D27B -- D77B (mixture)
Full Capacity:	1200 Gallons

**(DEBTOR)
RELCO LOCOMOTIVES, INC.**

By: _____

Title: _____

Date: _____

**(DEBTOR)
RELCO FINANCE CORP.**

By: _____

Title: _____

Date: _____

**(DEBTOR)
JERICO OF GONZALES, INC.**

By: _____

Title: _____

Date: _____

RMC:s-ldd-relco-3458-mlsa.sa

**AND ALL ADDITIONS, ATTACHMENTS, ACCESSORIES, SUBSTITUTIONS, REPLACEMENTS,
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**DEBTOR: RELCO LOCOMOTIVES, INC.,
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**SECURED PARTY: CHARTER FINANCIAL, INC.
153 EAST 53rd STREET
NEW YORK, NEW YORK 10022**

**LOAN SCHEDULE NO. 02
TO ML&SA #: 3458**

SCHEDULE "A"

<u>QTY.</u>	<u>ROAD #/DESCRIPTION</u>
2	EMD MODEL SW1200, 1200 HORSEPOWER LOCOMOTIVES: Road Nos. RE1291 RE1292
1	EMD MODEL SW8 DIESEL ELECTRIC LOCOMOTIVES: Manufacturer: General Motors Corporation Electro-Motive Division LaGrange, Illinois Horsepower: 800 HP Road Nos: RE903 Number of Axles: Four Gear Ratio: 62:15 Approximate Loaded Weight 230,000 lbs. Air Brake Equipment: 26L Engine Model Number: 8-567-CR Generator Model Number: D15C; D25C Auxiliary Generator: 10KW Traction Motor Model Number: D77B Full Capacity: 600 Gallons
3	EMD MODEL SW1200 DIESEL ELECTRIC LOCOMOTIVE: Manufacturer: General Motors Corporation Electro-Motive Division LaGrange, Illinois Horsepower: 1200 HP Road Nos: RE1288; 1290; RE1293 (inclusive) Number of Axles: Four Gear Ratio: 62:15 Approximate Loaded Weight 248,000 lbs. Air Brake Equipment: 6BL or 26L Engine Model Number: 12-567-B; 12567-BC; 12-567-C Generator Model Number: D15C Auxiliary Generator: 10KW Traction Motor Model Number: D27B; D77B (mixture) Full Capacity: 600 - 750 Gallons

AND ALL ADDITIONS, ATTACHMENTS, ACCESSORIES, SUBSTITUTIONS, REPLACEMENTS, REPAIRS, IMPROVEMENTS, BETTERMENTS AND APPURTENANCES OF WHATEVER DESCRIPTION OR NATURE WHETHER NOW OWNED OR HEREAFTER ACQUIRED, AND ALL PROCEEDS, INCLUDING, WITHOUT LIMITATION, INSURANCE PROCEEDS.

DEBTOR: RELCO LOCOMOTIVES, INC.,
JERICO OF GONZALES, INC.,
RELCO FINANCE CORP., AND
113 INDUSTRIAL AVENUE
MINOOKA, ILLINOIS 60447

PAGE #: 2

SECURED PARTY: CHARTER FINANCIAL, INC.
153 EAST 53rd STREET
NEW YORK, NEW YORK 10022

LOAN SCHEDULE NO. 02
TO ML&SA #: 3458

SCHEDULE "A"

<u>QTY.</u>	<u>ROAD #/DESCRIPTION</u>
5	EMD MODEL GP9 DIESEL ELECTRIC LOCOMOTIVES: Manufacturer: General Motors Corporation Electro-Motive Division LaGrange, Illinois Horsepower: 1750 HP Road Nos: RE1602; RE1612; RE1613; RE1614; RE1622 Number of Axles: Four Gear Ratio: 62:15 Approximate Loaded Weight: 240,000 lbs. Air Brake Equipment: 24RL or 26L Engine Model Number: 16-567-BC; 16-567-C Generator Model Number: D12 Auxiliary Generator: 10KW Traction Motor Model Number: D27B -- D77B (mixture) Full Capacity: 1200 Gallons

(DEBTOR)
RELCO LOCOMOTIVES, INC.

By: _____

Title: _____

Date: _____

(DEBTOR)
RELCO FINANCE CORP.

By: _____

Title: _____

Date: _____

(DEBTOR)
JERICO OF GONZALES, INC.

By: _____

Title: _____

Date: _____

RMC:s-ldd-relco-3458-02-mlsa.sa

AND ALL ADDITIONS, ATTACHMENTS, ACCESSORIES, SUBSTITUTIONS, REPLACEMENTS, REPAIRS, IMPROVEMENTS, BETTERMENTS AND APPURTENANCES OF WHATEVER DESCRIPTION OR NATURE WHETHER NOW OWNED OR HEREAFTER ACQUIRED, AND ALL PROCEEDS, INCLUDING, WITHOUT LIMITATION, INSURANCE PROCEEDS.

**DEBTOR: RELCO LOCOMOTIVES, INC.,
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**LOAN SCHEDULE NO. 03
TO ML&SA #: 3458**

SCHEDULE "A"

<u>QTY.</u>	<u>ROAD #/DESCRIPTION</u>
6	EMD MODEL SW1200, 1200 HORSEPOWER LOCOMOTIVES: Road Nos. RE1252 RE1253 RE1254 RE1255 RE1256 RE1257 RE1282
10	EMD MODEL SW1200 DIESEL ELECTRIC LOCOMOTIVE: Manufacturer: General Motors Corporation Electro-Motive Division LaGrange, Illinois Horsepower: 1200 HP Road Nos: RE1251; RE1259; RE1293 (inclusive) RE1262; RE1263; RE1270; RE1271; RE1272; RE1281; -RE1283 (inclusive) RE1285 Number of Axles: Four Gear Ratio: 62:15 Approximate Loaded Weight 248,000 lbs. Air Brake Equipment: 6BL or 26L Engine Model Number: 12-567-B; 12567-BC; 12-567-C Generator Model Number: D15C Auxiliary Generator: 10KW Traction Motor Model Number: D27B; D77B (mixture) Full Capacity: 600 - 750 Gallons

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**LOAN SCHEDULE NO. 03
TO ML&SA #: 3458**

SCHEDULE "A"

<u>QTY.</u>	<u>ROAD #/DESCRIPTION</u>
1	EMD MODEL GP20 DIESEL ELECTRIC LOCOMOTIVES: Manufacturer: General Motors Corporation Electro-Motive Division LaGrange, Illinois
	Horsepower: 2000 HP
	Road Nos: RE2001
	Number of Axles: Four
	Gear Ratio: 62:15
	Approximate Loaded Weight 257,000 lbs.
	Air Brake Equipment: 26L
	Engine Model Number: 16-567-D3

**(DEBTOR)
RELCO LOCOMOTIVES, INC.**

**(DEBTOR)
JERICO OF GONZALES, INC.**

By: _____

By: _____

Title: _____

Title: _____

Date: _____

Date: _____

**(DEBTOR)
RELCO FINANCE CORP.**

By: _____

Title: _____

Date: _____

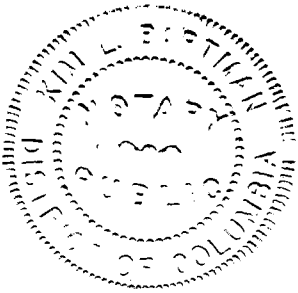
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DESCRIPTION OR NATURE WHETHER NOW OWNED OR HEREAFTER ACQUIRED, AND ALL
PROCEEDS, INCLUDING, WITHOUT LIMITATION, INSURANCE PROCEEDS.**

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Partial Release of Security Interest" dated December 10, 1997, involving LaSalle Bank, N.A. is a true and complete copy of the original thereof.

Certified this 15th day of December, 1997.



Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000

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